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1 5615
RECORDATION NO. FILED 1988

APR 29 1988-1 15 PM

INTERSTATE COMMERCE COMMISSION

April 29, 1988

4/29/88
13100

ICC Washington, D.C.

DELIVERED BY HAND

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

I have enclosed an original and two copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a Bill of Sale, a primary document, dated December 16, 1987. The names and addresses of the parties to the Bill of Sale are as follows:

Vendor: The Pittsburgh & Lake Erie
Railroad Company
Commerce Ct. - 4 Station Square
Pittsburgh, Pennsylvania 15219

Vendee: Paducah & Louisville
Railway, Inc.
1500 Kentucky Avenue
Paducah, Kentucky 42001

We request that this document be cross-indexed with Recordation Nos. 14696 and 12317.

CC
Claudia H. H. H.

Ms. Noreta R. McGee

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April 29, 1988

A description of the property and equipment covered by the document follows:

142 Second Hand GB type 52-ft., 6-in. 100 ton Gondola Cars, built by Dispatch Shops in 1967, and bearing the following serial numbers: (1) P&LE 18000-18499 Series: 18002, 18004, 18007, 18010, 18011, 18016, 18024, 18031, 18033, 18040, 18042, 18049, 18056, 18070, 18072, 18074, 18076, 18077, 18089, 18094, 18100, 18107, 18111, 18114, 18121, 18122, 18135, 18140, 18142, 18144, 18149, 18150, 18151, 18152, 18157, 18161, 18163, 18167, 18172, 18177, 18180, 18188, 18190, 18196, 18199, 18200, 18201, 18208, 18220, 18224, 18231, 18233, 18240, 18242, 18259, 18266, 18273, 18280, 18284, 18288, 18300, 18308, 18314, 18321, 18326, 18334, 18336, 18340, 18342, 18350, 18358, 18365, 18374, 18376, 18377, 18385, 18389, 18393, 18396, 18397, 18403, 18408, 18416, 18419, 18420, 18430, 18437, 18442, 18453, 18454, 18455, 18459, 18460, 18462, 18469, 18480, 18484, 18490, and 18492; and (2) P&LE 118000 - 118499 Series: 118012, 118015, 118021, 118030, 118035, 118038, 118055, 118057, 118086, 118118, 118130, 118132, 118141, 118162, 118213, 118219, 118227, 118230, 118234, 118238, 118243, 118246, 118258, 118275, 118282, 118289, 118293, 118294, 118297, 118332, 118344, 118345, 118346, 118352, 118363, 118368, 118400, 118405, 118417, 118425, 118434, 118446, and 118497.

A check made payable to the Commission in the amount of \$13.00 is enclosed for the fee. Please return the original attached to this letter and one copy of the Bill of Sale, both evidencing recordation, to:

Kimberly A. Madigan
Weiner, McCaffrey, Brodsky
& Kaplan, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797

WEINER, MCCAFFREY, BRODSKY & KAPLAN, P.C.

Ms. Noreta R. McGee

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April 29, 1988

A short summary to appear in the index follows:

12/16/87 Bill of Sale for 142 Second Hand GB
type 52-ft., 6-in. 1967 Gondola Cars, serial
numbers set forth in Appendix A.

Very truly yours,

Christy Story

Christy Story
Legal Assistant

1774F/7590

Interstate Commerce Commission

Washington, D.C. 20423

4/29/88

OFFICE OF THE SECRETARY

Christy Story

Legal Assistant

Weiner, McCaffrey, Brodsky, & Kaplan, P.C.

1350 New York Avenue N.W. Suite 800

Washington D.C. 20005-4797

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/88 at 1:15pm, and assigned recordation number(s). 15615

Sincerely yours,

Nanta L. McGee

Secretary

Enclosure(s)

1 5615
RECORDATION NO. FILE 1428

APR 29 1988-1 15 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Seven Hundred Twenty-Seven Thousand Seven Hundred Fifty (\$727,750.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign, transfer and quit claim unto PADUCAH AND LOUISVILLE RAILWAY, INC. ("Buyer"), and its successors and assigns, all of its right, title and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment. The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims. THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. The description of the Equipment set forth in Appendix A hereto is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 16th day of December 1987.

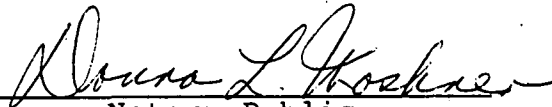
THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By Gordon E. Neuenschwander
Gordon E. Neuenschwander its
President

STATE OF PENNSYLVANIA)
) SS
COUNTY OF ALLEGHENY)

On this 16th day of December, 1987, before me, the subscriber, Donna L. Woshner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on the behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of the said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16th day of December 1987.


Notary Public
DONNA L. WOSHNER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 26, 1991
Member, Pennsylvania Association of Notaries

My commission expired: _____

APPENDIX A

Description of Equipment: 142 Second-Hand GB type 52 ft., 6 inch,
100 ton gondola cars, built by Dispatch
Shops in 1967

43 - P&LE 118000 -
118499 Series

99 - P&LE 18000 - 18499 Series

PLE 118012
PLE 118015
PLE 118021
PLE 118030
PLE 118035
PLE 118038
PLE 118055
PLE 118057
PLE 118086
PLE 118118
PLE 118130
PLE 118132
PLE 118141
PLE 118162
PLE 118213
PLE 118219
PLE 118227
PLE 118230
PLE 118234
PLE 118238
PLE 118243
PLE 118246
PLE 118258
PLE 118275
PLE 118282
PLE 118289
PLE 118293
PLE 118294
PLE 118297
PLE 118332
PLE 118344
PLE 118345
PLE 118346
PLE 118352
PLE 118363
PLE 118368
PLE 118400
PLE 118405
PLE 118417
PLE 118425
PLE 118434
PLE 118446
PLE 118497

PLE 18002	PLE 18152	PLE 18336
PLE 18004	PLE 18157	PLE 18340
PLE 18007	PLE 18161	PLE 18342
PLE 18010	PLE 18163	PLE 18350
PLE 18011	PLE 18167	PLE 18358
PLE 18016	PLE 18172	PLE 18365
PLE 18024	PLE 18177	PLE 18374
PLE 18031	PLE 18180	PLE 18376
PLE 18033	PLE 18188	PLE 18377
PLE 18040	PLE 18190	PLE 18385
PLE 18042	PLE 18196	PLE 18389
PLE 18049	PLE 18199	PLE 18393
PLE 18056	PLE 18200	PLE 18396
PLE 18070	PLE 18201	PLE 18397
PLE 18072	PLE 18208	PLE 18403
PLE 18074	PLE 18220	PLE 18408
PLE 18076	PLE 18224	PLE 18416
PLE 18077	PLE 18231	PLE 18419
PLE 18089	PLE 18233	PLE 18420
PLE 18094	PLE 18240	PLE 18430
PLE 18100	PLE 18242	PLE 18437
PLE 18107	PLE 18259	PLE 18442
PLE 18111	PLE 18266	PLE 18453
PLE 18114	PLE 18273	PLE 18454
PLE 18121	PLE 18280	PLE 18455
PLE 18122	PLE 18284	PLE 18459
PLE 18135	PLE 18288	PLE 18460
PLE 18140	PLE 18300	PLE 18462
PLE 18142	PLE 18308	PLE 18469
PLE 18144	PLE 18314	PLE 18480
PLE 18149	PLE 18321	PLE 18484
PLE 18150	PLE 18326	PLE 18490
PLE 18151	PLE 18334	PLE 18492

TOTAL 142 cars